



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
Proposed Attorneys for the Debtors

In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631 (GMB)
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

Recommended Local Form:

☐ Followed

☒ Modified

ORDER AUTHORIZING RETENTION OF PHOENIX MANAGEMENT SERVICES, INC., AS RESTRUCTURING ADVISORS FOR THE DEBTORS

The relief set forth on the following pages, numbered two (2) through three (3) is hereby **ORDERED**.

DATED: 4/9/2008



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

Page 2

Shapes/Arch Holdings L.L.C., et al.

Case No: 08-14631(GMB)

Order Authorizing Retention of Phoenix Management Services, Inc., as Restructuring Advisors for the Debtors

In re: Shapes/Arch Holdings L.L.C., et al.
Case No.: 08-14631 (GMB)
Applicant: Shapes/Arch Holdings L.L.C., et al.

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13

☒ Debtors: ☒ Chap. 11 ☐ Chap. 13

☐ Official Committee of _____

Name of Professional: Phoenix Management Services, Inc.
Address of Professional: 110 Chadds Ford Commons
Chadds Ford, PA 19317

☐ Attorney for: ☐ Trustee ☐ Debtors-in-Possession
☐ Official Committee of _____

☐ Accountant for: ☐ Trustee ☐ Debtor-in-Possession
☐ Official Committee of _____

☒ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel
☐ Auctioneer ☒ Other (specify): Debtors' Restructuring Advisors

Upon the applicant's request for authorization to retain the professional named above,

It is hereby ORDERED as follows:

1. The applicants, Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and Ultra L.L.C., are authorized to retain the above party in the professional capacity noted. Notwithstanding the foregoing, the United States Trustee and Phoenix Management Services, Inc., have agreed that the issue of an "evergreen" retainer will be deferred and resolved in due course.

Page 3

Shapes/Arch Holdings L.L.C., et al.

Case No: 08-14631(GMB)

Order Authorizing Retention of Phoenix Management Services, Inc., as Restructuring Advisors for the Debtors

2. Compensation shall be paid in such amounts as may be allowed by the Court upon proper application(s) therefor.

3. The effective date of the retention is the date the application was filed with the Court.

CHERRY_HILL\430600\2 077771.000